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THE TORONTO STOCK EXCHANGE

1/8/68

FILING STATEMENT NO. 1632.
FILED, AUGUST 6th, 1968

PICKLE CROW GOLD MINES LIMITED

Reference is made to previous
Filing Statement No. 207.

Full corporate name of Company

Incorporated under Part XI of The Companies Act (Ontario) by Letters
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 Patent
(Ontario) by Letters Patent dated May 1st, 1957).

dated
January 8,
1934

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	The Company proposes to apply for Supplementary Letters Patent changing, decreasing and consolidating its authorized capital, and subject to the completion of the matters itemized in item 9 hereof, to amalgamate with Silverfields Mining Corporation Limited as a continuing company under the name of "SILVERFIELDS MINING CORPORATION LIMITED"
2. Head office address and any other office address.	Head Office: City of Toronto, Ontario. Address: Suite 4900, Toronto-Dominion Centre, Toronto 1, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	(See Schedule "A" on page 5.)
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital: \$5,000,000 divided into 5,000,000 shares with a par value of \$1.00 each Issued and outstanding capital: 3,555,400 shares as of the date hereof
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	nil
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	nil
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	nil
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	nil
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to amalgamate with Silverfields Mining Corporation Limited following: (1) the issuance of Supplementary Letters Patent altering the capital of the Company as more particularly described hereafter; (2) the sale of its net current assets, investments, and prospect properties to a newly-formed company, Pickle Crow Explorations Limited, for 3,555,395 shares in the capital of Explorations; (3) the lease for a 99 year term at a rental of \$1 per year to Explorations of the Company's former producing property; and (4) the distribution of 3,555,400 shares of Explorations to the shareholders of the Company on a share for share basis, that is, 1 share in the capital of Explorations for each share in the capital of Pickle Crow as presently Following the completion of the sale referred to above Pickle Crow Explorations Limited will hold the mining properties and interests in mining properties described in Schedule "AA". Pickle Crow Explorations Limited has no immediate plans for development of such properties, but does intend to use its present working capital to finance participation in mining exploration ventures as opportunities arise. (See Schedule "AA" on page 2.)

Schedule "AA" referred to in the annexed
Filing Statement of Pickle Crow Explorations
Limited

Property Held by Pickle Crow Gold Mines Limited

- (a) 22 claims in the James River Area, Township Sheet 76-M-7, Mackenzie Mining Division, N.W.T., (subject to the terms of an Agreement dated March 26, 1957 between Pickle Crow Gold Mines Limited and Northfield Mines Inc. pursuant to which Northfield has a 46.4% interest in the claims).

Recorded Numbers

97114 D 50; 97197 J 1; 97198 J 2; 97199 J 3; 97200 J 4; 97201 J 5; 97202 J 6; 97203 J 7; 97222 L 2; 97224 L 4; 97227 L 7; 97228 L 8; 105272 L 19; 105273 L 20; 105275 L 22; 105276 L 23; 105281 L 28; 105282 L 29; 105283 L 30; 105286 L 33; 105287 L 34; 105288 L 35.

- (b) 14 claims in the Copper Mountains Concession Area, Township Sheet 86-0-5, Mackenzie Mining Division, N.W.T., (subject to the terms of an Agreement dated March 26, 1957 between Pickle Crow Gold Mines Limited and Northfield Mines Inc. pursuant to which Northfield has a 46.4% interest in the claims).

Amco Group		Burnt Creek Group	
Rec. No.		Rec. No.	
99657	157	99640	140
99658	158	99641	141
99683	183	99700	200
99684	184	99701	201
99730	230	99850	350
99731	231	99860	360
		99861	361
		99870	370

- (c) South half of Lot 9, Concession 5, Parcel 15165 SEC, in the Timmins Area, Wark Township, Porcupine Mining Division, Ontario, (subject to the terms of an Agreement dated November 5, 1964 between Keevil Mining Group Limited, as agent for Pickle Crow Gold Mines Limited, and Anaconda American Brass Limited, pursuant to which Anaconda acquired a one-third interest in the property).

PLAN OF REORGANIZATION OF PICKLE CROW GOLD MINES LIMITED
AND
SUBSEQUENT AMALGAMATION OF PICKLE CROW GOLD MINES (CONSOLIDATED) LIMITED
AND SILVERFIELDS MINING CORPORATION LIMITED

Stages of Plan	Position of present holder of 1,000 shares of Pickle Crow Gold Mines Limited	Position of present holder of 1,000 shares of Silverfields Mining Corporation Limited
1. Position of shareholder prior to plan 2. Pickle Crow transfers substantially all its assets to a new Company, Pickle Crow Explorations Limited for shares. 3. Pickle Crow: (a) obtains Supplementary Letters Patent changing its name to Pickle Crow Gold Mines (Consolidated) Limited, changing its shares with a par value of \$1.00 each into shares without par value, decreasing its capital and consolidating its shares on the basis of 200 old for 1 new share; and (b) distributes the shares of Explorations to shareholders on the basis of 1 share of Explorations for each old share of Pickle Crow Gold Mines Limited. 4. Pickle Crow Gold Mines (Consolidated) Limited and Silverfields Mining Corporation Limited amalgamate; Pickle Crow Gold is delisted and Pickle Crow Explorations is listed.	1,000 shares par value \$1.00 5 shares without par value of Pickle Crow Gold Mines (Consolidated) Limited and 1,000 shares of Explorations	1,000 shares par value \$1.00

(a) Silverfields shareholders receive 1 common share without par value of the amalgamated company for each old share with a par value of \$1.00 each (b) Pickle Crow Gold shareholders receive 1 redeemable convertible Class A share of the amalgamated company for each share of Pickle Crow Gold Mines (Consolidated) Limited. 5. Subsequently, Class A shares of the amalgamated company would be redeemed at \$4.00 per share, if not converted, share for share, into common shares of the amalgamated company within a stated period.	5 Class A shares of the amalgamated company and 1,000 shares of Explorations	1,000 common shares without par value of the amalgamated company
6. Position of shareholders following the reorganization and amalgamation	5 common shares without par value of the amalgamated company or \$20.00, and 1,000 shares of Explorations	1,000 common shares without par value of the amalgamated company

Schedule "A" referred to in the annexed Filing
Statement of Pickle Crow Gold Mines Limited

Information required by item 3

Name, Address and Office Held	Present Principal Occupation or Employment
Norman B. Keevil 866 Tennyson Avenue, Port Credit, Ontario. (President and Director)	Dr. Keevil is President of Copperfields Mining Corporation Limited, Silverfields Mining Corporation Limited and Tribag Mining Co. Limited.
Norman B. Keevil, Jr. 45 Balliol Street, Penthouse No. 7, Toronto 7, Ontario. (Vice-President and Director)	Dr. Keevil Jr. is a geophysicist and mining executive employed by Geophysical Engineering & Surveys Limited and is a director and officer of various mining companies, including Copperfields Mining Corporation Limited and Teck Corporation Limited.
James H. Westell 13 Ashley Park Road, Islington, Ontario. (Director)	Mr. Westell is the Treasurer and a Director of Teck Corporation Limited, Copperfields Mining Corporation Limited and Tribag Mining Co. Limited, and is the Treasurer of Silverfields Mining Corporation Limited.
Joseph C. Frantz Casilla 390, Antofagasta, Chile. (Director)	Mr. Frantz is a geologist employed by Geophysical Engineering & Surveys Limited, and is also general manager of Compania Minera I.T.T. Geophysical Inc. S.A. (Chile).
Robert J. Wright 226 Stibbard Avenue, Toronto 12, Ontario. (Director)	Mr. Wright is a barrister and solicitor, and since December 1964 has been a partner in the law firm of Lang, Michener, Cranston, Farquharson & Wright.

Schedule "B" referred to in the annexed Filing
Statement of Pickle Crow Gold Mines Limited

Information required by item 17

<u>Marketable Securities</u>		<u>Cost value</u>	<u>Market value as at June 30th, 1968</u>
Dominion of Canada Bonds 4 1/4% due Sept./72	\$25,000	\$25,000	\$22,750
Copperfields Mining Corporation Limited	50,000 shares	49,875	59,500
Canadian Imperial Bank of Commerce	1,525 shares	20,940	25,544
Calgary Power Limited	1,500 shares	35,406	34,313
R. L. Crain Limited	1,125 shares	14,811	16,312
Dominion Steel Foundries Limited	250 shares	5,450	4,406
Dupont of Canada Limited	1,000 shares	39,694	31,250
Teck Corporation Limited	10,000 shares	51,500	48,000
Union Carbide of Canada Limited	2,800 shares	65,778	57,400
Westcoast Transmission Company Limited	1,500 shares	38,674	39,750
<u>Investments</u>			
Keevil Mining Group Limited - debentures	\$25,000	25,000	25,000
Keevil Mining Group Limited	100 shares	50	50
		<u>\$372,178</u>	<u>\$364,275</u>

Schedule "C" referred to in the annexed Filing
Statement of Pickle Crow Gold Mines Limited

Information required by item 20

The board of directors of the Company and the board of directors of Silverfields Mining Corporation Limited ("Silverfields") have agreed in principle to a proposal whereby the two companies would amalgamate as one continuing company under the name of SILVERFIELDS MINING CORPORATION LIMITED ("the Amalgamated Company") subject to all necessary approvals and consents being obtained and subject to certain preliminary matters being carried out by the Company. Balance Sheets of the Company and Silverfields, and pro forma balance sheets of the Amalgamated Company and Pickle Crow Explorations Limited (referred to below), all as at April 30th, 1968 are annexed.

Approval of the proposed amalgamation by the board of directors of Silverfields is conditional upon Pickle Crow having carried out certain preliminary corporate proceedings as follows:

- (1) incorporation of a subsidiary company, Pickle Crow Explorations Limited ("Explorations"), the lease of the lands and premises owned by Pickle Crow and formerly operated as its gold mine to Pickle Crow Explorations Limited for a period of 99 years at a rental of \$1.00 per year, and the transfer to Explorations of certain assets to be paid for by the issuance to Pickle Crow by Explorations of 3,555,395 fully paid and non-assessable shares of Explorations.
- (2) the application for and receipt of supplementary letters patent issued by the Lieutenant-Governor of the Province of Ontario in accordance with the special resolution, a copy of which is annexed hereto, and the distribution to shareholders of Pickle Crow of all 3,555,400 shares of Explorations then held by Pickle Crow, as authorized by the said supplementary letters patent.
- (3) the adoption of the amalgamation agreement by the shareholders of the Company.

The Company has already caused the incorporation of Pickle Crow Explorations Limited by Letters Patent dated June 21st, 1968. It has also entered into the agreements of lease and sale referred to above, which are conditional upon the approval and authorization thereof by the shareholders of the Company. A pro forma balance sheet of Explorations as at April 30th, 1968, reflecting the above transactions is annexed. The agreement of sale provides that Explorations would acquire such assets at their value as at June 30th, 1968, so that the total value of assets to be acquired by Explorations reflects variations in the normal course of business since April 30th, 1968.

To implement the corporate proceedings previously mentioned, an Annual and General Meeting of the Company has been called for July 29th, 1968.

The following is a summary of the principal provisions of the amalgamation agreement:

- (1) Silverfields and Pickle Crow will amalgamate as a continuing company under the name of SILVERFIELDS MINING CORPORATION LIMITED.
- (2) Its authorized capital will be divided into 25,000 Class A shares with a par value of \$4.00 each and 3,000,000 common shares without par value.
- (3) The authorized capital of Silverfields and Pickle Crow will be converted into the authorized capital of the Amalgamated Company as follows:
 - (a) the 17,777 issued shares without par value of Pickle Crow outstanding following the issuance of supplementary letters patent referred to above will be converted into 17,777 issued and fully paid Class A shares with a par value of \$4.00 each in the capital of the Amalgamated Company; and
 - (b) the 1,500,005 issued shares with a par value of \$1.00 each of Silverfields will be converted share for share, into 1,500,005 issued and fully paid common shares without par value in the capital of the Amalgamated Company.
- (4) The conditions to be attached to the shares of the Amalgamated Company provide that the Class A shares may be redeemed by the Amalgamated Company upon payment of the amount paid up thereon, together with unpaid dividends, and may be converted at any time into fully paid common shares without par value of the Amalgamated Company on the basis of one (1) common share without par value for each Class A share with a par value of \$4.00 each. Reference is hereby expressly made to numbered paragraph 6 of the amalgamation agreement for details of the conditions attaching to the shares.

In the event that the corporate proceedings mentioned above are carried out, and the amalgamation agreement is adopted by the shareholders of the Company and the shareholders of Silverfields and confirmed by the issuance of Letters Patent of Amalgamation, each present shareholder of Pickle Crow will hold as many shares of Pickle Crow Explorations Limited as he now holds in Pickle Crow Gold Mines, Limited, and will hold in addition one (1) Class A redeemable convertible share with a par value of \$4.00 each in the capital of the Amalgamated Company for each 200 shares with a par value of \$1.00 each in the capital of Pickle Crow now held by him.

On the following pages are excerpts from material recently mailed to shareholders including a copy of the proposed special resolution and related financial statements.

FINANCIAL STATEMENTS

PICKLE CROW GOLD MINES LIMITED

UNAUDITED BALANCE SHEET AS AT APRIL 30, 1968

ASSETS	
Current Assets	\$
Cash	18,650
Short-term deposits	225,048
Marketable securities at market value	341,165
Accounts and interest receivable	12,743
Special refundable tax	956
	<u>598,562</u>
Investments	
Associated companies, shares and debentures — at cost	25,050
Fixed Assets	
Mining claims and properties at estimated realizable value	71,108
Deferred Expenditures	
Outside exploration, property rights and development — at cost (note 1)	218,511
	<u>913,231</u>

LIABILITIES	
Current Liabilities	
Accounts payable and accrued liabilities	8,128
Unclaimed dividends	11,000
	<u>19,128</u>

SHAREHOLDERS' EQUITY	
Capital Stock (note 2)	
Authorized —	
5,000,000 shares at \$1.00 each	
Issued —	
3,554,820 shares	3,554,820
Less: Discount	489,450
	<u>3,065,370</u>
Deficit	2,171,267
	<u>894,103</u>
	<u>913,231</u>

NOTES:

- The amount shown for outside exploration, property rights and development represents cost to date and is not intended to reflect present or future value.
- An additional 543 shares of the company's capital stock may be required to be issued in connection with a stock dividend declared in 1959.

APPROVED on behalf of the Board

— 11 —

PICKLE CROW EXPLORATIONS LIMITED

PRO FORMA UNAUDITED BALANCE SHEET AS AT APRIL 30, 1968 (note 1)

ASSETS	
Current Assets	\$
Cash	12,302
Short-term deposits	225,048
Marketable securities at market value	341,165
Special refundable tax	956
	<u>579,471</u>
Investments	
Associated companies — shares and debentures — at cost	25,050
Deferred Expenditure	
Outside exploration property rights and development — at cost	218,511
	<u>823,032</u>
SHAREHOLDERS' EQUITY	
Capital Stock	
Authorized by letters patent dated — June 21, 1968	
5,000,000 shares with a par value of \$1	
Issued —	
3,555,395 shares issued in consideration for the transfer of assets	3,555,395
5 shares for cash	5
<u>3,555,400</u> shares	<u>3,555,400</u>
Discount thereon	2,732,368
	<u>823,032</u>

NOTE 1

Pro forma transactions

The above balance sheet gives effect as at April 30, 1968 to the transfer of the above assets from Pickle Crow Gold Mines Limited in accordance with an agreement dated July 3rd, 1968 between Silverfields Mining Corporation Limited and Pickle Crow Gold Mines Limited.

SILVERFIELDS MINING CORPORATION LIMITED

PRO FORMA UNAUDITED BALANCE SHEET AS AT APRIL 30, 1968 (note)

ASSETS		
Current Assets		\$
Cash		55,961
Short-term deposits		1,323,768
Ore settlements receivable		917,506
Accounts and interest receivable		39,909
Prepaid expenses and deposits		23,912
Supplies and materials — at cost		61,910
		<u>2,422,966</u>
Federal Refundable Tax		<u>33,609</u>
Investments in and Advances to Associated Companies		<u>78,011</u>
Fixed Assets — at cost		
Buildings, plant and equipment		552,691
Less: Accumulated depreciation		<u>221,958</u>
		330,733
Mining properties and rights at nominal value		2
		<u>330,735</u>
Deferred Expenditure		
Development and exploration		26,193
Joint mining ventures		73,561
		<u>99,754</u>
Less: Amortization		<u>6,167</u>
		<u>93,587</u>
		<u>2,958,908</u>
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities		101,115
Accrued production royalties		91,795
Ontario mining tax provision		55,096
Corporation tax payable		<u>213,456</u>
		<u>461,462</u>

SHAREHOLDERS' EQUITY		
Capital Stock		
Authorized —		
25,000 class A shares of a par value of \$4 each (redeemable at par)		
3,000,000 common shares of no par value		
Issued —		
17,777 class A shares		71,108
1,500,005 common shares		1,500,005
		<u>1,571,113</u>
Less: Discount		<u>1,065,000</u>
		506,113
Retained earnings		<u>1,991,333</u>
		<u>2,497,446</u>
		<u>2,958,908</u>

SILVERFIELDS MINING CORPORATION LIMITED

NOTE TO PRO FORMA BALANCE SHEET AS AT APRIL 30, 1968

Pro Forma Transactions

The pro forma balance sheet gives effect as at April 30, 1968 to:

- The issue of 543 shares of the capital stock of Pickle Crow Gold Mines Limited in connection with the stock dividend declared in 1959, together with a further 37 shares for \$37 in cash.
- The transfer of certain assets of Pickle Crow Gold Mines Limited to Pickle Crow Explorations Limited in accordance with an agreement dated July 3rd, 1968.
- The obtaining of supplementary letters patent by Pickle Crow Gold Mines Limited:
 - Changing the name of the company from Pickle Crow Gold Mines Limited to Pickle Crow Gold Mines (Consolidated) Limited.
 - Converting the 3,555,400 issued and the 1,444,600 unissued shares of \$1 each of Pickle Crow Gold Mines (Consolidated) Limited into 3,555,400 issued and 1,444,600 unissued shares of no par value.
 - Decreasing the issued capital of Pickle Crow Gold Mines (Consolidated) Limited from \$3,555,400 to \$3,065,950 by the elimination of discount on shares amounting to \$489,450.
 - Further decreasing the issued capital of Pickle Crow Gold Mines (Consolidated) Limited from \$3,065,950 to \$894,140 by the elimination of deficit amounting to \$2,171,810.
 - Further decreased the issued capital of Pickle Crow Gold Mines (Consolidated) Limited from \$894,140 to \$71,108 by the repayment pro rata to the holders of outstanding shares without par value of Pickle Crow Gold Mines (Consolidated) Limited of the sum of \$823,032 in specie.
 - Consolidating the 3,555,400 issued and 1,444,600 unissued shares without par value of Pickle Crow Gold Mines (Consolidated) Limited into 7,223 unissued shares of no par value and 17,777 issued shares of no par value with an attributed value of \$71,108.
- The obtaining of letters patent amalgamating Silverfields Mining Corporation Limited and Pickle Crow Gold Mines (Consolidated) Limited with the name of Silverfields Mining Corporation Limited having an authorized capital of 25,000 class A shares of a par value of \$4 each and 3,000,000 common shares of no par value.

RESOLVED as a Special Resolution that:

1. the Company be and it is hereby authorized to make application to the Lieutenant-Governor of the Province of Ontario for Supplementary Letters Patent:
 - (a) changing the name of the Company from Pickle Crow Gold Mines, Limited to Pickle Crow Gold Mines (Consolidated) Limited;
 - (b) varying the provisions of the Letters Patent by deleting and expunging therefrom the following paragraph:

"AND IT IS HEREBY ORDAINED AND DECLARED that the said Company shall be subject to the provisions of Part XI of the Companies Act;"
 - (c) extending the objects of the Company by adding thereto the following objects: "to carry on the business of mining, milling, reduction and development";
 - (d) changing the 3,555,400 issued and the 1,444,600 unissued shares of the Company with a par value of \$1.00 each into 3,555,400 issued and 1,444,600 unissued shares without par value respectively;
 - (e) decreasing the issued capital of the Company from \$3,555,400 to \$3,065,950, to eliminate the discount on the issued shares of the Company in the amount of \$489,450;
 - (f) further decreasing the issued capital of the Company from \$3,065,950 to \$943,331, to eliminate the impairment of the capital of the Company in the amount of the deficit of \$2,122,619;
 - (g) further decreasing the issued capital of the Company from \$943,331 to \$71,108 and authorizing the repayment of capital pro rata to the holders of outstanding shares without par value of the Company to the extent of such decrease in the issued capital of the Company in the amount of \$872,223 in specie;
 - (h) consolidating the 3,555,400 issued and 1,444,600 unissued shares of the Company without par value into 17,777 issued and 7,223 unissued shares without par value respectively on the basis of one share without par value for each 200 existing shares without par value, provided, however, that where such consolidation results in any shareholder becoming entitled to a fraction of a share such shareholder shall not be entitled to be registered on the books of the Company in respect of such fraction or to receive a share certificate therefor but such shareholder shall be entitled to receive a bearer fractional certificate in respect of such fraction and on presentation at the head office of the Company (or at any place designated by the Company) of bearer fractional certificates for fractions which together represent a whole share, a share certificate for a whole share shall be issued in exchange therefor and the person in whose name such certificate is issued shall be registered on the books of the Company as the holder of such share, and further provided that the 25,000 shares without par value of the Company shall not be issued for a consideration exceeding in amount or value the sum of \$100,000, or such greater amount as the board of directors of the Company deems expedient on payment to the Treasurer of Ontario of the fees payable on such greater amount and on the issuance by the Provincial Secretary of a certificate of such payment.
2. the Directors and Officers be and they are hereby authorized to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

SILVERFIELDS MINING CORPORATION LIMITED

UNAUDITED BALANCE SHEET AS AT APRIL 30, 1968

ASSETS	
Current Assets	\$
Cash	49,576
Short-term deposits	1,323,768
Ore settlements receivable	917,506
Accounts receivable	27,166
Prepaid expenses and deposits	23,912
Supplies and materials at cost	61,910
	<u>2,403,838</u>
Federal Refundable Tax	33,609
Investments in and Advances to Associated Companies — at cost	<u>78,011</u>
Fixed Assets — at cost	
Buildings, plant and equipment	481,584
Less: Accumulated depreciation	221,958
	<u>259,626</u>
Mining properties and rights (note 2)	1
	<u>259,627</u>
Deferred Expenditure — at cost	
Development and exploration	26,193
Joint mining ventures (note 1)	73,561
	<u>99,754</u>
Less: Amortization	6,167
	<u>93,587</u>
	<u>2,868,672</u>
LIABILITIES	
Current Liabilities	
Accounts payable and accrued liabilities	81,987
Accrued production royalties	91,795
Ontario mining tax provision	55,096
Corporation income tax payable	213,456
	<u>442,334</u>
SHAREHOLDERS' EQUITY	
Capital Stock	
Authorized —	
3,000,000 shares of a par value of \$1.00 each	
Issued and fully paid —	
1,500,005 shares	1,500,005
Less: Discount	1,065,000
	<u>435,005</u>
Retained earnings	1,991,333
	<u>2,426,338</u>
	<u>2,868,672</u>

NOTES TO FINANCIAL STATEMENTS

As at April 30, 1968

1. The amount shown for joint mining ventures represents cost to date and is not intended to reflect present or future value.
2. The company's producing mining property is held under a lease expiring on July 4, 1982, the terms of which provide for a minimum annual royalty payment of \$5,000.

10. Brief statement of company's chief development work during past year.	nll
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	n/a
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	n/a
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	nll
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	n/a
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Lamaque Mining Company Limited, Executive Office, Suite 4900, Toronto-Dominion Centre, Toronto, Ontario, 953,800 shares (beneficially owned); Gardiner Watson Limited, 355 Bay Street, Toronto, Ontario, 109,222 shares (beneficial owners unknown); Doherty Roadhouse & McCuaig Bros., 355 Bay Street, Toronto, Ontario, 72,344 shares (beneficial owners unknown); Purcell Graham and Co., 20 Exchange Place, New York, N.Y., 44,025 shares (beneficial owners unknown); Goodbody & Co., 2 Broadway, New York, N.Y., 35,821 shares (beneficial owners unknown).
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Lamaque Mining Company Limited (see Item 15) through its shareholdings is in a position to materially affect control of the Company. Lamaque Mining Company Limited is a wholly-owned subsidiary of Teck Corporation Limited, a public company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	(See Schedule "B" on page 6.)
18. Brief statement of any lawsuits pending or in process against company or its properties.	Nil
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	The Company has entered into an Agreement of Sale and an Agreement of Lease, both dated July 3rd, 1968, with Pickle Crow Explorations Limited providing for the sale and lease referred to in item 9. Both Agreements are subject to approval by the shareholders of the Company.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	As far as the undersigned are aware, no shares are in the course of primary distribution to the public. (see Schedule "C" attached hereto) (See Schedule "C" on pages 7 and 8.)

CERTIFICATE OF THE COMPANY

DATED 1. 1. 1969

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)